



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 13067-F
FILE NO. 142425

December 3, 1987 **DEC 8 1987 3:35 PM**

No. 7 **INTERSTATE COMMERCE COMMISSION**

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Date **DEC 8 1987**
Fee \$ 10.00

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series R, Supplement No. 6, dated
November 1, 1987

ICC Washington, D. C.

Dear Mr. Bayne:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 6, dated as of November 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of February 1, 1981.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 13067.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series R, is described on Exhibit 1.

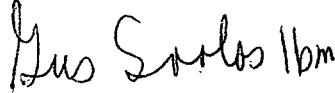
For the convenience of the parties, I have enclosed five (5) additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

100 OFFICE OF
THE SECRETARY
DEC 8 3 28 PM '87
MOTOR OPERATING UNIT

Mr. James H. Bayne
December 3, 1987
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos", followed by the initials "lbm".

Gus Svolos
Vice President-Law

JQG/LBM/mj
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Gus Svolos
80 East Jackson Blvd.
Chicago, IL 60604

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/8/87 at 3:35PM, and assigned recordation number(s). 13067-F, 11366-E, 9276-I, 8662-E, 8178-L, 7744-L & 6991-E

Sincerely yours,

Norata R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES R

RECORDATION NO. 13062-F
FILED 1428

SUPPLEMENT NO. 6, dated as of November 1, 1989, to the 25 PM
Equipment Trust Agreement, dated as of February 1, 1981 (the
"Agreement"), between The Atchison, Topeka and Santa Fe Railway
Company (the "Company"), a Delaware corporation, and Harris
Trust and Savings Bank (the "Trustee"), an Illinois
corporation, whereby The Atchison, Topeka and Santa Fe Railway
Company Equipment Trust, Series R, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement,
the Company has from time to time deposited various amounts of
cash (the "Replacement Funds") with the Trustee, said amounts
representing the Fair Value (as such term is defined in the
Agreement) of the railroad equipment included in said Equipment
Trust (the "Trust Equipment") which had become worn out,
unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the
Trustee shall hold the Replacement Funds pending the delivery
of additional railroad equipment (the "Additional Equipment")
to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in
the Deposited Cash account of said Equipment Trust, if any, in
acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants
and agreements herein contained, the Parties hereto agree as
follows:

1. In accordance with Section 3.1 of the Agreement, the
Company shall cause the following items of new standard gauge
railroad equipment (the "Additional Equipment") to be
transferred to the Trustee, and hereby assigns to the Trustee
all its right, title and interest in the contracts for the
construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u> <u>Per Unit</u>	<u>Total</u>
3	Fully Enclosed Tri-level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2356 to 2358, both inclusive	\$32,675	\$98,025

2. In accordance with Sections 4.1 and 4.2 of the
Agreement, the Additional Equipment is hereby included as part
of the Trust Equipment, subject to all the terms and conditions
of the Agreement in all respects, and the Additional Equipment
is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By W. J. Smith
President

ATTEST:

T. M. McGovern
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By Reiman
Vice President

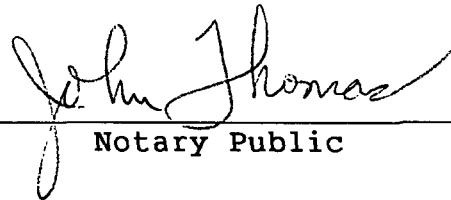
ATTEST:

C. P. Otter
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30 day of November, 1987 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

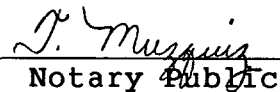


Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

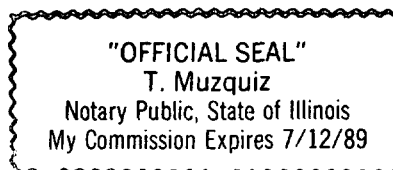
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30TH day of November, 1987 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)
My Commission Expires



EQUIPMENT TRUST, SERIES R,
Dated February 1, 1981
(Amended April 1, 1981)

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive	\$755,000	\$5,285,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive	\$1,034,700	\$31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive	\$62,500	\$6,250,000
75	Caboose Cars with wide cupola; International Car Company, Builder; Nos. 999750 to 999824, both inclusive	\$82,500	\$6,187,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive	\$54,400	\$1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 186230 to 186259, both inclusive	\$67,700	\$2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive	\$956,100	\$20,078,100

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manu- facturing Company, Builder; Nos. 1954 to 1958, both inclusive	\$35,072	\$175,360
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manu- facturing Company, Builder; No. 2058	\$35,433	\$35,433
2	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manu- facturing Company, Builder; Nos. 2107 to 2108, both inclusive	\$32,230	\$ 64,460
3	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2356 to 2358, both inclusive	\$32,675	<u>98,025</u>
<hr/>			
299	Total Units		<u>\$72,605,878</u>

EQUIPMENT TRUST, SERIES R,
Dated February 1, 1981
(Amended April 1, 1981)

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive	\$755,000	\$5,285,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive	\$1,034,700	\$31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive	\$62,500	\$6,250,000
75	Caboose Cars with wide cupola; International Car Company, Builder; Nos. 999750 to 999824, both inclusive	\$82,500	\$6,187,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive	\$54,400	\$1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 186230 to 186259, both inclusive	\$67,700	\$2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive	\$956,100	\$20,078,100

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1954 to 1958, both inclusive	\$35,072	\$175,360
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2058	\$35,433	\$35,433
2	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2107 to 2108, both inclusive	\$32,230	\$ 64,460
3	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2356 to 2358, both inclusive	\$32,675	<u>98,025</u>
<hr/>			
299	Total Units		<u>\$72,605,878</u>